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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	Chapter 11
	:	
METRO-GOLDWYN-MAYER STUDIOS	:	Case No. 10-15774 (SMB)
INC., <u>et al.</u> ,	:	
	:	
Debtors.	:	(Motion for Joint Administration Pending)
	:	
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**DECLARATION OF STEVE HENDRY IN SUPPORT OF VARIOUS
FIRST-DAY APPLICATIONS AND MOTIONS**

I, Steve Hendry, declare as follows under penalty of perjury:

1. I am a Senior Executive Vice President, Finance of MGM Holdings Inc., a corporation organized under the laws of the state of Delaware and an affiliate of the other debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors").¹ I have held the title of Senior Executive Vice President, Finance since 2008. I submit this declaration (the "Declaration") in support of the Debtors' "first-day" motions and applications, which are being filed concurrently herewith (collectively, the "First-Day Pleadings"). I am authorized by each of the Debtors to submit this Declaration in support of the Debtors' First-Day Pleadings described herein.

2. In my capacity as Senior Executive Vice President, Finance, I am familiar with the Debtors' day-to-day operations, financial condition, business affairs, and books and records.

3. Except as otherwise indicated, all statements in this Declaration are based upon my personal knowledge; my review of the Debtors' books and records, as well as other relevant documents; my discussions with other members of the Debtors' management team; my opinion based upon my experience, expertise, and knowledge of the Debtors' operations and financial condition; and/or information and materials that the Debtors' personnel and advisors have supplied to me. In making this Declaration, I have relied in part on information and materials that the Debtors' personnel and advisors have gathered, prepared, verified, and provided to me, in each case under my ultimate supervision, at my direction, and/or for my benefit in preparing this Declaration. If I were called to testify as a witness in this matter, I would testify competently to the facts set forth herein.

¹ The names of the Debtors in these cases, which the Debtors are separately seeking to have jointly administered, are identified on Exhibit A hereto.

4. Concurrently with the filing of their chapter 11 petitions, the Debtors are seeking orders approving the First-Day Pleadings (collectively, the "First-Day Orders"). The Debtors request that each of the First-Day Orders be entered, as each constitutes an integral element in maximizing the value of these estates for the benefit of all parties in interest.

5. In connection with the preparation of these bankruptcy cases, I have reviewed those First-Day Pleadings (including the exhibits thereto) that are listed on Exhibit B, attached hereto. The facts set forth in the First-Day Pleadings listed on Exhibit B are true and correct to the best of my knowledge, information and belief, and based upon the information supplied or verified by various employees of the Debtors as well as provided to me by other professionals of the Debtors. I believe that entry of First-Day Orders granting the relief requested in the First-Day Pleadings is critical to the Debtors' ability to preserve the value of their estates.

CONCLUSION

Accordingly, for the reasons stated herein and in each of the First-Day Pleadings, the Debtors request that the relief sought in the First-Day Pleadings be approved.

I swear under penalty of perjury that the foregoing is true and correct.

Dated: November 3, 2010

METRO-GOLDWYN-MAYER
STUDIOS INC., et al.
Debtors and Debtors in Possession

/s/ Steve Hendry
Steve Hendry
Senior Executive Vice President,
Finance